

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

[illegible]

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

AFFIDAVIT OF SERVICE

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

I, Laurie M. Thornton, being duly sworn, depose and state:

1. I am a Senior Bankruptcy Consultant with The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 815 Western Avenue, Suite 200, Seattle, Washington 98104.

2. On December 23, 2009, at the direction of Weil, Gotshal & Manges LLP (“Weil, Gotshal”), counsel for the Debtors, I caused a true and correct copy of the following documents to be served by overnight delivery on the parties identified on Exhibit A annexed hereto (contract parties affected by the assumption and their counsel):

- Notice of (1) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto (“**Form 2003-A**”);
- Notice of (1) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto (“**Form 2004-A1**”); and
- Notice of (1) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto (“**Form 2004-A2**”).

3. On December 23, 2009, also at the direction of Weil, Gotshal, I caused a true and correct copy of **Form 2003A** to be served by overnight delivery on the parties identified on Exhibit B annexed hereto (contract parties affected by the assumption and their counsel).
4. On December 23, 2009, also at the direction of Weil, Gotshal, I caused a true and correct copy of **Form 2004-A1** and **Form 2004-A2** to be served by overnight delivery on the parties identified on Exhibit C annexed hereto (contract parties affected by the assumption and their counsel).
5. On December 23, 2009, also at the direction of Weil, Gotshal, I caused a true and correct copy of **Form 2004-A1** to be served by overnight delivery on the parties identified on Exhibit D annexed hereto (contract party affected by the assumption).
6. On December 23, 2009, also at the direction of Weil, Gotshal, I caused a true and correct copy of **Form 2004-A2** to be served by overnight delivery on the parties identified on Exhibit E annexed hereto (contract party affected by the assumption).

Dated: December 24, 2009.
Seattle, Washington

/s/ Laurie M. Thornton
LAURIE M. THORNTON

Sworn to before me in Seattle, Washington this 24th day of December, 2009.

/s/ Brook Lyn Bower
BROOK LYN BOWER
Notary Public in and for the State of Washington
Residing in Seattle
My Commission Expires: July 26, 2012
License No. 99205

EXHIBIT A

BINGHAM MCCUTCHEEN & CO.
ATTN: BRUCE SILVERS
ONE STATE STREET
HARTFORD, CT 06103-3178

Pg 4 of 12

THE ANGEL SPINNEY & LINDO GROUP
ATTN: FOR U.S. BANK NAT'L ASSOC. AND U.S. BANK TRUST NAT'L
ASSOC.
ATT: RICH HIERSTEINER, J. DARCEY, A. ZUCCARELLO, J. GROVES,
C. BODELL & J. WHITLOCK
111 HUNTINGTON AVENUE
BOSTON, MA 02199-7613

THE PRUDENTIAL INSURANCE CO. OF AMERICA
ATTN: PAUL PROCYK
THREE GATEWAY CENTER
NEWARK, NJ 07102-4077

U.S. BANK TRUST NATIONAL ASSOCIATION
ATTN: DEBORAH IBRAHIM
225 ASYLUM STREET, 23RD FLOOR
HARTFORD, CT 06103-2819

WELLS FARGO BANK NORTHWEST, N.A. AS INDENTURE TRUSTEE
ATTN: SCOTT ROSEVEAR
79 SOUTH MAIN STREET
3RD FLOOR
SALT LAKE CITY, UT 84111

EXHIBIT B

HUNTON & WILLIAMS
ATTN: PETER PARTEE
200 PARK AVENUE
NEW YORK, NY 10166

09-50026-mg

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Main Document

Pg 6 of 12

200 PARK AVENUE
NEW YORK, NY 10172

EXHIBIT C

AMERICAN FAMILY LIFE ASSURANCE CO.
ATTN: PHILLIP HANNIFAN
6000 AMERICAN PKWY
MADISON, WI 53783-0001

UNITED CAPITAL LIFE INSURANCE CO.
ATTN: PHILLIP KIRKHAM
420 FIFTH AVENUE
NEW YORK, NY 10018

HUGHES HUBBARD & REED LLP
ATTN: STEVEN J. GREENE
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004

JAMES W. GIDDENS, AS TRUSTEE FOR SIPA LIQUID. OF LEHM
HUGHES HUBBARD & REED LLP
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004

PHYSICIANS MUTUAL INSURANCE COMPANY
ATTN: PAUL PROCYK
THREE GATEWAY CENTER
NEWARK, NJ 07102-4077

PRUCO LIFE INSURANCE CO. OF NEW JERSEY
ATTN: PAUL PROCYK
THREE GATEWAY CENTER
NEWARK, NJ 07102-4077

PRUDENTIAL ANNUITIES LIFE ASSURANCE CORP.
ATTN: PAUL PROCYK
THREE GATEWAY CENTER
NEWARK, NJ 07102-4077

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO
ATTN: PAUL PROCYK
THREE GATEWAY CENTER
NEWARK, NJ 07102-4077

WINSTON & STRAWN LLP
ATTN: ARNOLD G. GOUGH JR.
35 W. WACKER DRIVE
CHICAGO, IL 60601-9703

EXHIBIT D

PNC LEASING LLC
ATTN: JAMES E. GRAHAM
ONE PNC PLAZA, 18TH FLOOR
249 FIFTH AVENUE
PITTSBURGH, PA 05222

09-50026-mg

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Pg 10 of 12

EXHIBIT E

09-50026-100
09-50026-100
TEXTRON FINANCIAL GROUP, INC.
ATTN: JANE M. LAVOIE
40 WESTMINSTER STREET
PROVIDENCE, RI 02903

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Main Document

Pg 12 of 12